Company Registration No. 03885037 (England and Wales)

NEWSCHOOLS (LEYTON) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021

NEWSCHOOLS (LEYTON) LIMITED

COMPANY INFORMATION

Directors	Mr B Dean Mrs S Clark
Secretary	Vercity Management Services Limited (previously known as HCP Management Services Limited)
Company number	03885037
Registered office	8 White Oak Square London Road Swanley Kent BR8 7AG
Auditor	BDO LLP 55 Baker Street London W1U 7EU

NEWSCHOOLS (LEYTON) LIMITED

CONTENTS

NEWSCHOOLS (LEYTON) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2021

The directors present their annual report and audited financial statements for the year ended 31 March 2021.

Principal activities
The principal activity of the company is to design, build, finance and operate a new secondary school in Leyton in accordance with a 25 year contract with the Mayor & Burgesses of the London Borough of Waltham Forest (the "Council"). Contract negotiations were successfully completed in February 2000 and construction commenced immediately. The project has been operational since 1 September 2001.

There have not been any significant changes in the company's principal activities in the year under review.

Results and dividends
The results for the year are set out on page 7.

Interim dividends were paid amounting to £151,000 (2020: £151,000). The directors do not recommend payment of a final dividend.

Directors
The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr B Dean
Mrs S Clark

Going concern
The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements. Further details regarding the adoption of the going concern basis can be found in the accounting policies in the notes to the financial statements.

COVID-19 risk
The company is exposed to the COVID-19 risk as a result of the inherent uncertainty around the impact of the pandemic on UK society and economy. Whilst the company itself is not considered to be significantly exposed, subcontractors which it engages with are considered to have exposure in relation to labour and the ability to continue to perform required services. The company is aware of the Government guidance for public bodies on payment to suppliers to ensure service continuity during and after the coronavirus outbreak, which provides additional assurance. Nevertheless, performance risk under the Project Agreement and related contracts are passed on to the service providers and to the building contractor. The obligations of these subcontractors are underwritten either by performance guarantees issued by banks or by parent company guarantees. Due to the evolving nature of the risk, the Board continue to actively monitor developments.

Qualifying third party indemnity provisions
Qualifying third party indemnity provisions for the benefit of the directors of the company have been made during the year. These provisions remain in force at the reporting date.

Financial risk management objectives and policies

Liquidity Risk
The company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the company has sufficient liquid resources to meet the operating needs of the business. At the start of the PFI contract, the company negotiated debt facilities with an external party to ensure that the company has sufficient funds over the life of the PFI concession.

Interest Rate Risk
The company's borrowings expose it to cash flow risk primarily due to the financial risks of changes in interest rates. The company uses interest rate swaps to manage the risk and reduce its exposure to changes in interest rates.

Credit Risk
The company's principal financial assets are cash, finance debtor and trade and other receivables. The company's credit risk is primarily attributable to its trade receivables which are with one counterparty, although in the opinion of the board of directors this risk is limited as the receivables are with a local government authority.

Lifecycle Risk
Lifecycle expenditure is the main risk to the business. The risk being that the allowance for lifecycle costs factored into the financial model is insufficient to cover future lifecycle expenditure, thus resulting in lower profitability and reduced distributions. This is mitigated by regular lifecycle reviews undertaken by the management services provider and a detailed lifecycle review performed every five years.

Future developments
The directors are not aware, at the date of this report, of any major changes in the company's activities in the next year.

Auditor
BDO LLP were appointed on 5 February 2021 as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Statement of disclosure to auditor
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

Mr B Dean
Director
22 September 2021

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2021

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

NEWSCHOOLS (LEYTON) LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NEWSCHOOLS (LEYTON) LIMITED

Opinion on the financial statements
In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of NewSchools (Leyton) Limited (the 'company') for the year ended 31 March 2021 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies.The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information
The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

NEWSCHOOLS (LEYTON) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF NEWSCHOOLS (LEYTON) LIMITED

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

We obtained an understanding of the legal and regulatory framework applicable to the entity and the industry in which it operates. We considered the significant laws and regulations to be Companies Act 2006 and the applicable accounting standards.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to management bias in accounting estimates and posting inappropriate journal entries to manipulate the fair value of the company's assets.

Audit procedures performed by the engagement team included:

- We considered the processes and controls that the company has established to address risks identified, or that otherwise prevent, deter and detect fraud and how management monitors those processes and controls;
- We challenged assumptions and judgements made by management in areas involving significant estimates, with the key sources of estimation identified as the determination of service margins and lifecycle costs;
- We performed substantive testing on account balances and transactions, which were considered to be a greater risk of susceptibility to fraud;
- We targeted journal entry testing based on identified characteristics the audit team considered could be indicative of fraud, as well as a focus on large and unusual transactions based upon our knowledge of the business;
- We made enquiries of Management, those charged with governance and those responsible for legal and compliance procedures as to whether there was any correspondence from regulators in so far as the correspondence related to financial statements; and
- We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

L. Pingree

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Laura Pingree (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London

...24..September 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

NEWSCHOOLS (LEYTON) LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	2021 £'000	2020 £'000
Turnover	**3**	1,788	1,838
Cost of sales		(1,635)	(1,860)
Gross profit		153	(22)
Interest receivable and similar income	**7**	373	455
Interest payable and similar expenses	**8**	(379)	(445)
Profit/(loss) before taxation		147	(12)
Tax on profit/(loss)	**9**	(26)	2
Profit/(loss) for the financial year		121	(10)
Other comprehensive income			
Cash flow hedges gain arising in the year	**14**	211	187
Tax relating to other comprehensive income	**9**	(40)	(20)
Total comprehensive income for the year		292	157

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

NEWSCHOOLS (LEYTON) LIMITED

BALANCE SHEET

AS AT 31 MARCH 2021

	Notes	2021 £'000	2021 £'000	2020 as restated £'000	2020 as restated £'000
Current assets					
Debtors falling due after more than one year	**11**	3,340		4,534	
Debtors falling due within one year	**11**	1,185		1,382	
Short term deposits	**12**	1,377		1,799	
Cash at bank and in hand		1,859		839	
		7,761		8,554	
Creditors: amounts falling due within one year	**13**	(1,801)		(1,435)	
Net current assets			5,960		7,119
Creditors: amounts falling due after more than one year	**14**		(3,330)		(4,621)
Provisions for liabilities					
Provisions	**17**	1,046		1,055	
			(1,046)		(1,055)
Net assets			1,584		1,443
Capital and reserves					
Called up share capital	**18**		1		1
Hedging reserve	**18**		(294)		(465)
Profit and loss account	**18**		1,877		1,907
Total shareholders' funds			1,584		1,443

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 22 September 2021 and are signed on its behalf by:

Mr B Dean
Director

Company Registration No. 03885037

NEWSCHOOLS (LEYTON) LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	Share capital £'000	Hedging reserve £'000	Profit and loss account £'000	Total £'000
Balance at 1 April 2019		1	(632)	2,068	1,437
Year ended 31 March 2020:					
Loss for the year		-	-	(10)	(10)
Other comprehensive income:					
Cash flow hedges gains		-	187	-	187
Tax relating to other comprehensive income		-	(20)	-	(20)
Total comprehensive income for the year		-	167	(10)	157
Dividends	10	-	-	(151)	(151)
Balance at 31 March 2020		1	(465)	1,907	1,443
Year ended 31 March 2021:					
Profit for the year		-	-	121	121
Other comprehensive income:					
Cash flow hedges gains		-	211	-	211
Tax relating to other comprehensive income		-	(40)	-	(40)
Total comprehensive income for the year		-	171	121	292
Dividends	10	-	-	(151)	(151)
Balance at 31 March 2021		1	(294)	1,877	1,584

1 Accounting policies

Company information

NewSchools (Leyton) Limited is a private company limited by shares incorporated in England and Wales. The registered office is 8 White Oak Square, London Road, Swanley, Kent, BR8 7AG.

1.1 Accounting convention

These financial statements have been prepared in accordance with Section 1A of FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") as applicable to smaller entities and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

Amendments to FRS102: Interest rate reform

The company's hedged items and hedging instruments continue to be linked to Sterling LIBOR. The company has early adopted the transitional provisions set out in the amendments to FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Interest Rate Benchmark Reform, issued in December 2019, to those hedging relationships directly affected by IBOR reform. In accordance with these amendments, for the purpose of evaluating whether there is an economic relationship between the hedged items and the hedging instruments, the company assumes that the benchmark interest rate is not altered as a result of IBOR reform and can continue to apply hedge effectiveness throughout the transition period.

1.2 Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts covering a period of at least 18 months from year end of these financial statements which indicate that the company will have sufficient funds to meet its liabilities as they fall due for that period. Those forecasts are dependent on the underlying customer continuing to meet its obligations under the Project Agreement and the directors expect these amounts to be received even in severe but plausible downside scenarios. The company continues to provide the assets in accordance with the contract and are available to be used. As a result the company does not believe there is any likelihood of a material impact to the unitary payment. The directors have considered the potential impact of the emergence and spread of COVID-19, which includes the company's operating cash inflows which are largely dependent on the unitary charge payments. Throughout the pandemic and to date, all unitary charge payments have been received on time and in full and the directors expect this to continue.

The directors have assessed the viability of its main sub-contractors and reviewed the contingency plans of the sub-contractors and are satisfied in their ability to provide the services in line with the contract without significant additional costs to the company, even in downside scenarios, due to the underlying contractual terms. To date, there has been no adverse impact on the services provided by the company or its sub-contractors arising from COVID-19. However, in the unlikely event of a subcontractor failure, the company has its own business continuity plans to ensure that service provision will continue.

Consequently, the directors at the time of approving the financial statements have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

1 Accounting policies **(Continued)**

1.3 Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

Income received in respect of the service concession is allocated between revenue and capital repayment of, and interest income on, the PFI financial asset using the effective interest rate method. Service revenue is recognised as a margin on non-pass-through operating and maintenance costs.

Pass through income represents the direct pass through of recoverable costs, as specified in the Project Agreement.

Variation income relates to the recharge of costs incurred for the alteration of the facilities or the services provided, requested by the Authority.

1.4 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities. Short term deposits comprise deposits with a maturity of more than three months.

Cash and cash equivalents and short term deposits includes £2,494,000 (2020: £2,398,000) restricted from use in the business being held in the company's reserve accounts in line with the company's contractual obligations.

1.5 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

1 Accounting policies **(Continued)**

Loans and Receivables
Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

Impairment of financial assets
Financial assets, other than those held at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets
Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities
Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1 Accounting policies **(Continued)**

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.7 Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

1.8 Hedge accounting

The company designates certain hedging instruments, including derivatives, embedded derivatives and non-derivatives, as either fair value hedges or cash flow hedges. At the inception of the hedge relationship, the company documents the relationship between the hedging instrument and the hedged item along with risk management objectives and strategy for undertaking various hedge transactions. At the inception of the hedge and on an ongoing basis, the company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

For derivatives that are designated and qualify as cash flow hedges, the effective portion of changes in the fair value of the hedge is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Any gain or loss previously recognised in other comprehensive income is reclassified to profit or loss when the hedge relationship ends. This occurs when the hedging instrument expires or no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised, or the hedging instrument is terminated.

1 Accounting policies **(Continued)**

1.9 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.10 Provisions

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

1.11 Service Concession

The company is an operator of a Private Finance Initiative ("PFI") contract. As the company entered into the contract prior to the date of transition to FRS102, the company has taken advantage of the exemption in section 35.10 (i) of FRS102 which permit it to continue to account for the service concession arrangements under the accounting policies adopted under old UK GAAP. In particular, the underlying asset is not deemed to be an asset of the company under old UK GAAP, because the risks and rewards of ownership as set out in that standard are deemed to lie principally with the Authority.

During the construction phase of the project, all attributable expenditure was included in amounts recoverable on contracts and turnover. Upon becoming operational, the costs were transferred to the finance debtor. During the operational phase income is allocated between interest receivable and the finance debtor using a project specific interest rate. The remainder of the PFI unitary charge income is included within turnover in accordance with FRS102 section 23. The company recognises revenue in respect of the services provided, including lifecycle services, as it fulfils its contractual obligations in respect of those services and in line with the fair value of the consideration receivable in respect of those services.

1 Accounting policies **(Continued)**

1.12 Prior year restatement

The following reclassification of comparative information has been made to more appropriately reflect its nature:

Note 12 - Cash and short term deposits

The amount classified as 'short term deposits' are deposit balances with a maturity of more than 3 months. The short term deposit balance of £1,799,000 was presented within cash at bank and in hand in the prior year, this was in error as the amount should have been presented as a short term deposit. The prior year comparatives have been restated to reflect this. The restatement has neither any impact on the profit and loss, nor the overall net assets of the company.

Note 13 and 14 - Derivative financial instruments

The derivative financial instrument amounting to £227,000 in 2020 presented within creditors: amounts falling due within one year was incorrectly presented within amounts creditors: amounts falling due after one year in the prior year. The prior year comparatives have been restated to reflect this. The restatement has neither any impact on the profit and loss, nor the overall net assets of the company.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Hedge Accounting

The directors consider the company to have met the criteria for cash flow hedge accounting; the company has therefore recognised fair value movements on derivatives in effective hedging relationships through other comprehensive income as well as the deferred tax thereon.

The Fair Value of the swaps recorded in the accounts are based on Mark to Market estimates provided by the Bank. It is expected that changes to the hedging instrument and the loan will be materially consistent and limited to the transition from LIBOR to the new benchmark, as both the loan and the swap will be transitioned to the new benchmark at similar times in a broadly matching fashion.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

2 Judgements and key sources of estimation uncertainty **(Continued)**

Valuation of derivative financial instruments

The directors use their judgement in selecting a suitable valuation technique for derivative financial instruments. All derivative financial instruments are valued at the mark to market valuation provided by the derivative counterparty. In these cases, the company uses valuation techniques to assess the reasonableness of the valuation provided by the derivative counterparty. These techniques use a discounted cash flow analysis based on market observable inputs derived from similar instruments in similar and active markets. The fair value of derivative financial instruments at the balance sheet date was a liability of £367,000 (2020: £578,000 liability). The directors do not consider the impact of own credit risk to be material.

Service concession arrangement

As disclosed in Note 1, the company accounts for the project as a service concession arrangement. The directors use their judgement in selecting the appropriate financial asset rate to be applied in order to allocate the income received between revenue, and capital repayment of and interest income on the financial asset; and also the service margin that is used to recognise service revenue. The directors have also used their judgement in assessing the appropriateness of the future maintenance costs that are included in the company's forecasts. The directors will continue to monitor the condition of the assets and undertake a regular review of maintenance spend.

3 Turnover

An analysis of the company's turnover is as follows:

	2021 £'000	2020 £'000
Turnover analysed by class of business		
Service revenue	1,766	1,740
Other revenue	13	41
Pass through revenue	9	57
	1,788	1,838

4 Auditor's remuneration

	2021	2020
Fees payable to the company's auditor and associates:	£'000	£'000
For audit services		
Audit of the financial statements of the company	14	22
For other services		
Audit-related assurance services	3	-
Taxation compliance services	-	8
	3	8

In both the current year and prior year the audit fees include £2,000 paid for the audit of the parent company.

5 Employees

The company had no employees during the year (2020: nil).

6 Directors' remuneration

No directors received any remuneration for services to the company during the year (2020: nil).

7 Interest receivable and similar income

	2021	2020
	£'000	£'000
Interest income		
Interest on bank deposits	6	13
Interest receivable on the finance debtor	367	442
	373	455

8 Interest payable and similar expenses

	2021	2020
	£'000	£'000
Interest on financial liabilities measured at amortised cost:		
Interest on bank loans	288	342
Interest payable to group undertakings	91	103
	379	445

9 Taxation

	2021	2020
	£'000	£'000
Current tax		
UK corporation tax on profits for the current period	26	(2)

For the year ended 31 March 2021, the UK corporation tax rate of 19% is applied.

The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020. The deferred tax asset as at 31 March 2021 has been calculated based on a rate of 19%.

An increase in the UK corporation tax rate to 25% (effective from April 2023) was substantially enacted in May 2021. This will potentially increase the company's deferred tax asset and reduce its reported tax charge in the financial statements for the year ended 31 March 2022 accordingly.

9 Taxation (Continued)

The actual charge/(credit) for the year can be reconciled to the expected charge/(credit) for the year based on the profit or loss and the standard rate of tax as follows:

	2021 £'000	2020 £'000
Profit/(loss) before taxation	147	(12)
Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%)	28	(2)
Unutilised tax losses carried forward	(2)	-
Taxation charge/(credit) for the year	26	(2)

In addition to the amount charged/(credited) to the profit and loss account, the following amounts relating to tax have been recognised directly in other comprehensive income:

	2021 £'000	2020 £'000
Deferred tax arising on:		
Revaluation of financial instruments treated as cash flow hedges	40	20

10 Dividends

	2021 Per share £	2020 Per share £	2021 Total £'000	2020 Total £'000
Interim paid	151.00	151.00	151	151

11 Debtors

Amounts falling due within one year:	2021 £'000	2020 £'000
Trade debtors	4	3
Corporation tax recoverable	-	3
Finance debtor	1,153	1,074
Other debtors	13	13
Prepayments and accrued income	15	289
	1,185	1,382

11 Debtors (Continued)

Amounts falling due after more than one year:	Notes	2021 £'000	2020 £'000
Finance debtor		3,270	4,424
Deferred tax asset	16	70	110
		3,340	4,534
Total debtors		4,525	5,916

12 Cash and short term deposits

	2021 £'000	Restated 2020 £'000
Cash at bank	1,859	839
Short term deposits	1,377	1,799
	3,236	2,638

13 Creditors: amounts falling due within one year

	Notes	2021 £'000	Restated 2020 £'000
Bank loans	15	983	746
Trade creditors		179	148
Amounts owed to parent undertaking	15	147	137
Corporation tax		8	-
Other Taxation		141	22
Derivative financial instrument		212	227
Accruals and deferred income		131	155
		1,801	1,435

14 Creditors: amounts falling due after more than one year

			Restated
		2021	**2020**
	Notes	**£'000**	**£'000**
Bank loans	**15**	2,632	3,610
Amounts owed to parent undertaking	**15**	543	660
Derivative financial instrument		155	351
		3,330	4,621

Bank loans and overdrafts and amounts owed to parent undertaking above are held at amortised cost. The Financial Derivative Liability is held at fair value.

In order to hedge against interest rate variations on the loans, the company has entered into interest rate swap agreements, whereby the company has agreed to exchange at agreed intervals with its bankers sums reflecting the difference between floating and fixed interest rates calculated on a predetermined notional principal amount.

The fair value of the derivatives was determined by using the valuations provided by the derivative *counterparties. The valuation shown is the "clean" price, comprised of the market valuation excluding* accrued interest as at 31 March 2021 of £367,000 (2020: £578,000).

15 Loans and overdrafts

	2021	**2020**
	£'000	**£'000**
Bank loans	3,615	4,356
Loans from group undertakings	662	765
	4,277	5,121
Payable within one year	1,102	851
Payable after one year	3,175	4,270
	4,277	5,121

There are no amounts included in bank loans repayable after five years in either the current or prior year. Included within loans to group undertakings are amounts repayable after five years of £Nil (2020: £85,000)

15 Loans and overdrafts **(Continued)**

Bank Loans
Bank loans represents amounts borrowed in respect of a Senior Debt Facility. The amounts drawn under the Senior Debt Facility are repayable in 45 half-yearly instalments commencing, 31 May 2002 and are based on an agreed repayment schedule.

The senior facility is secured by fixed and floating charges on the assets of the Company.

Interest payable on the senior loan is calculated as LIBOR plus margin plus an MLA (Mandatory Liquid Assets) rate determined by the cost of compliance with the MLA requirements of the Financial services Authority and/or the Bank of England. The margin prior to service commencement was 1.15% and 0.95% thereafter. The company has entered into a swap agreement fixing the interest rate to 6.415% per annum in respect of notional amounts drawn of £3,539,000 (2020: £4,260,000). This has been done in order to hedge against cash-flow interest rate risk arising from the variable rate debt. The swap expires on 31 May 2024.

Subordinated Loans
Loans from group undertakings relates to an unsecured subordinated loan borrowed from the parent company, NewSchools (Leyton) Holdings Limited, under the Equity Subscription Agreement facility. The amounts drawn are repayable in 47 half-yearly instalments, the first instalment being paid on 31 May 2002. There was no early redemption made in accordance with the provisions of the Loan Notes Instruments in the year (2020: £Nil). Interest charges on amounts drawn are at 12.5% per annum. At the year end the company owed £667,000 (2020: £772,000) in loans and accrued interest of £28,000 (2020: £32,000) to the parent company. Included in the Loans from group undertakings figure is a reduction of £5,000 (2020: £7,000) in relation to Sub debt issue costs.

The subordinated loan is not secured over the assets of the Company.

16 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Assets 2021	Assets 2020
Balances:	**£'000**	**£'000**
Interest rate SWAP	70	110

	2021
Movements in the year:	**£'000**
Liability at 1 April 2020	110
Credit to other comprehensive income	(40)
Liability at 31 March 2021	70

The deferred tax asset in relation to the interest rate swap liability is expected to affect profit or loss over the period to maturity of the interest rate swap.

17 Provisions for liabilities

	2021 £'000	2020 £'000
Lifecycle	1,046	1,055

Movements on provisions:

	Lifecycle £'000
At 1 April 2020	1,055
Utilisation of provision	(168)
Charge for the year	159
At 31 March 2021	1,046

The provision for Lifecycle unwinds over the remainder of the contract.

18 Share capital and reserves

Ordinary share capital	2021 Number	2020 Number	2021 £'000	2020 £'000
Issued and fully paid				
Ordinary Shares of £1 each	1,000	1,000	1	1

Other reserves
The Company's other reserves are as follows:

The profit and loss account represents cumulative profits or losses.

The hedging reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective in hedging variable interest rate risk of recognised financial instruments. Amounts accumulated in this reserve are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends.

19 Related party transactions

The Company has entered into transactions in the ordinary course of business with its management service provider Vercity Management Services Limited. HCP Holdings Limited, the parent company of Vercity Management Services Limited, is invested with funds under the management of Innisfree Limited, which also manage the funds invested in the Company.

During the year the Company incurred costs of £171,000 (2020: £182,000) in respect of management services and other associated services to Vercity Management Services Limited. As at 31 March 2021: £17,000 (2020: £17,000) due to Vercity Management Services Limited remains outstanding and is included in trade creditors.

During the year ended 31 March 2021, the Company incurred £32,000 (2020: £31,000) in respect of directors' services from Innisfree M&G PPP Fund LP and £24,000 (2020: £23,000) in respect of directors' services from Innisfree PFI Continuation Fund LP. As at 31 March 2021: £19,000 (2020: £Nil) due to Innisfree M&G PPP Fund LP and £14,000 (2020: £Nil) due to Innisfree PFI Continuation Fund LP remains outstanding and is included in trade creditors.

20 Ultimate controlling party

The Company is a wholly owned subsidiary of NewSchools (Leyton) Holdings Limited. NewSchools (Leyton) Holdings Limited is owned 57.5% by Innisfree Nominees Ltd acting in the capacity of nominee on behalf of Innisfree M&G PPP Fund LP and 42.5% by Innisfree Nominees Ltd acting in the capacity of nominee on behalf of Innisfree PFI Continuation Fund, both of which are Limited Partnerships registered in England and Wales. The registered office of NewSchools (Leyton) Holdings Limited is 8 White Oak Square, London Road, Swanley, Kent, BR8 7AG.

In the directors' opinion, the ultimate controlling party at the balance sheet date is Innisfree M&G PPP Fund LP. The registered office of Innisfree M&G PPP Fund LP is 1st Floor Boundary House, 91-93 Charterhouse Street, London, EC1M 6HR. The accounts of the holding company are not consolidated in the accounts of any other entity.